

CITIGROUP INC.
CITI HOLDINGS OVERSIGHT COMMITTEE CHARTER
January 18, 2012

Mission

The Citi Holdings Oversight Committee (“Committee”) of Citigroup Inc. (“Citigroup” or the “Company”) is a standing committee of the Board of Directors (“Board”). The purpose of the Committee is to oversee the management of the Company’s Citi Holdings business segment, which consists of Brokerage and Asset Management, Local Consumer Lending and the Special Asset Pool.

Membership

The Committee shall be comprised of at least three non-management members of the Board.

Duties and Responsibilities

The Committee shall have the following duties and responsibilities:

- Meet as often as it determines, but not less frequently than quarterly.
- Oversee management’s strategy for the timely and economically efficient disposition or optimization of Citi Holdings’ assets and businesses, and monitor management’s execution of that strategy through appropriate milestones and metrics.
- Review and discuss with management the Company’s risk exposures with respect to Citi Holdings’ assets and the steps management has taken to monitor and control such exposures.
- Regularly report to the Board on the Committee’s activities.
- Annually review and report to the Board on its own performance.
- Review and assess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.